

# CERA

CSL/2017-18/209

July 28<sup>th</sup>, 2017

To,  
The General Manager  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

To,  
The Assistant Vice-President  
The National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

Dear Sir,

**Sub.: Submission of Result and Scrutinizers Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular dated 4<sup>th</sup> November, 2015, we are enclosing details regarding the voting results of the 19<sup>th</sup> Annual General Meeting, along with the Scrutinizer's Report on e-voting and voting by Ballot papers.

Date of Annual General Meeting	Thursday, 27 <sup>th</sup> July, 2017
Total Number of Shareholders on Record date ( i.e. 20 <sup>th</sup> July, 2017)	20089
Number of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	12
Public	50
Number of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoters Group:	N.A.
Public :	N.A.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For, CERA SANITARYWARE LIMITED



Narendra N. Patel  
Company Secretary

Encl: As above

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## Cera Sanitaryware Limited

**Sales & Marketing Office:** Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006  
Tel: +91 79 26449781, 26449789 Fax: +91 79 26569259 Email: marketing@cera-india.com www.cera-india.com

**Registered Office & Works:** 9, GIDC Industrial Estate, Kadi 382715, District Mehsana, North Gujarat

CIN: L26910GJ1998PLC034400

# CERA

Resolution No. 1			To Consider and Adopt Audited Standalone and Consolidated Financial Statements for the year ended on 31st March 2017, Reports of Board of Directors and Auditors ( Ordinary Resoluiton)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	7120639	7120639	100.00	7120639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Total		7120639	7120639	100.00	7120639	0.00	100.00
Public- Institutions	Remote E-Voting	2146710	1959279	91.27	1959279	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Total		2146710	1959279	91.27	1959279	0.00	100.00
Public- Non Institutions	Remote E-Voting	3738525	1472458	39.39	1472458	0.00	100.00	0
	Poll		10788	0.29	10788	0.00	100.00	0
	Total		3738525	1483246	39.67	1483246	0.00	100.00

Resolution No. 2			Declaration of Dividend on Equity Shares ( Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	7120639	7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		7120639	7120639	100.00	7120639	0	100.00
Public- Institutions	Remote E-Voting	2146710	1963761	91.48	1963761	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		2146710	1963761	91.48	1963761	0	100.00
Public- Non Institutions	Remote E-Voting	3738525	1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total		3738525	1483246	39.67	1483246	0	100.00

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Resolution No. 3			Reappointment of Shri Atul Sanghvi as Director, who retires by rotation.(Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	7120639	7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		7120639	7120639	100.00	7120639	0	100.00
Public- Institutions	Remote E-Voting	2146710	1963761	91.48	1963761	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		2146710	1963761	91.48	1963761	0	100.00
Public- Non Institutions	Remote E-Voting	3738525	1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total		3738525	1483246	39.67	1483246	0	100.00

Resolution No. 4			Appointment of Statutory Auditors and Fixing their Remuneration. ( Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	7120639	7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		7120639	7120639	100.00	7120639	0	100.00
Public- Institutions	Remote E-Voting	2146710	1963761	91.48	1936069	27692	98.59	1.41
	Poll		0	0	0	0	0	0
	Total		2146710	1963761	91.48	1936069	27692	98.59
Public- Non Institutions	Remote E-Voting	3738525	1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total		3738525	1483246	39.67	1483246	0	100.00

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CIN: L26910GJ1998PLC034400

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Resolution No. 5			To Ratify the remuneration payable to K.G. Goyal & Co. Cost Auditors ( Ordinary Resolution).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote E-Voting		7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	7120639	7120639	100.00	7120639	0	100.00	0
Public- Institutions	Remote E-Voting		1963761	91.48	1963062	699	99.96	0.04
	Poll		0	0	0	0	0	0
	Total	2146710	1963761	91.48	1963062	699	99.96	0.04
Public- Non Institutions	Remote E-Voting		1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total	3738525	1483246	39.67	1483246	0	100.00	0

Resolution No. 6			Appointment of Shri J.K. Taparia as Independent Director ( Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote E-Voting		7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	7120639	7120639	100.00	7120639	0	100.00	0
Public- Institutions	Remote E-Voting		1963761	91.48	1963761	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	2146710	1963761	91.48	1963761	0	100.00	0
Public- Non Institutions	Remote E-Voting		1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total	3738525	1483246	39.67	1483246	0	100.00	0

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CIN: L26910GJ1998PLC034400

# CERA

Resolution No. 7			Re-appointment of Shri Atul Sanghvi as Executive Director ( Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote E-Voting		7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	7120639	7120639	100.00	7120639	0	100.00	0
Public- Institutions	Remote E-Voting		1963761	91.48	1963761	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	2146710	1963761	91.48	1963761	0	100.00	0
Public- Non Institutions	Remote E-Voting		1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total	3738525	1483246	39.67	1483246	0	100.00	0

Resolution No. 8			Re-appointment of Shri Vikram Somany as Chairman and Managing Director (Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote E-Voting		7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	7120639	7120639	100.00	7120639	0	100.00	0
Public- Institutions	Remote E-Voting		1963761	91.48	1935187	28574	98.54	1.46
	Poll		0	0	0	0	0	0
	Total	2146710	1963761	91.48	1935187	28574	98.54	1.46
Public- Non Institutions	Remote E-Voting		1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total	3738525	1483246	39.67	1483246	0	100.00	0

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CIN: L26910GJ1998PLC034400

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Resolution No. 9			Payment of Commission to Directors not in whole time employment of the Company ( Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		7120639	100.00	7120639	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	7120639	7120639	100.00	7120639	0	100.00	0
Public- Institutions	Remote E-Voting		1963761	91.48	1937279	26482	98.65	1.35
	Poll		0	0	0	0	0	0
	Total	2146710	1963761	91.48	1937279	26482	98.65	1.35
Public- Non Institutions	Remote E-Voting		1472458	39.39	1472458	0	100.00	0
	Poll		10788	0.29	10788	0	100.00	0
	Total	3738525	1483246	39.67	1483246	0	100.00	0

Place: Ahmedabad  
Date : 28th July, 2017  
Encl: As Above

For, CERA SANITARYWARE LIMITED



Narendra N. Patel  
Company Secretary

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## Cera Sanitaryware Limited

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CIN: L26910GJ1998PLC034400



**Form No. MGT-13**

**Report of Scrutinizer**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman and Managing Director,  
19<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**CERA SANITARYWARE LIMITED**  
**CIN: L26910GJ1998PLC034400**  
Held on 27<sup>th</sup> July, 2017 at,  
9, G.I.D.C. Industrial Estate,  
Kadi, Dist. Mehsana - 382715

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll.**

I, Umesh G. Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, having its office at 5-D, Vardan Exclusive, Next to Vimal House, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380014, have been appointed as the Scrutinizer by the Board of Directors of **CERASANITARYWARE LIMITED**, pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") to scrutinize the remote e-voting process and voting through poll process at the 19<sup>th</sup> Annual General Meeting of Equity Shareholders of Company held on Thursday, 27<sup>th</sup> July, 2017 at 11.30 a.m. at the registered office of the Company. I submit the report as under:

The Notice convening Annual General Meeting dated 4<sup>th</sup> May, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders.

The shareholders of the company holding shares as on the "cut-off" date i.e. on 20<sup>th</sup> July, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 24<sup>th</sup> July, 2017 at 10.00 a.m. (IST) and concluded on Wednesday, 26<sup>th</sup> July, 2017, at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Neel Shah and Mr. Bhavik Parikh who were not in the employment of the Company and after the conclusion of the voting through poll at the Annual General Meeting the votes cast there under were counted.

At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.



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Two Poll Papers which were incomplete and were found defective have been treated as invalid and such ballots were kept separately.

**Consolidated report on the remote E-voting and voting through Poll papers at the Annual General Meeting is as under:**

**ORDINARY BUSINESSES:**

**Resolution No. 1 (ORDINARY RESOLUTION)**

**Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, Report of Board of Directors' and Auditors'.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
121	10563164	100%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43

**Resolution No. 2 (ORDINARY RESOLUTION)**

**Declaration of Dividend on Equity Shares.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
122	10567646	100%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL





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iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43

**Resolution No. 3 (ORDINARY RESOLUTION)**

**Appointment of a Director in place of Shri Atul Sanghvi (DIN: 00045903) ho retires by rotation and being eligible, offers himself for re-appointment.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
122	10567646	100%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43

**Resolution No. 4(ORDINARY RESOLUTION)**

**Appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24<sup>th</sup>Annual General meeting subject to ratification by members every year and to fix their remuneration.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
117	10539954	99.74%



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ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	27692	0.26%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43

**SPECIAL BUSINESSES:**

**Resolution No. 5 (ORDINARY RESOLUTION)**

**Ratification of remuneration payable to K.G. Goyal & Co., Cost Accountants as Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
120	10566947	99.99%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	699	0.01%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43



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**Resolution No. 6 (ORDINARY RESOLUTION)**

**Appointment of Shri J. K. Taparia (DIN: 07509049) as an Independent Director.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
122	10567646	100%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43

**Resolution No. 7 (SPECIAL RESOLUTION)**

**Re-appointment of Shri Atul Sanghvi (DIN: 00045903) as an Executive Director.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
122	10567646	100%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43





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**Resolution No. 8 (SPECIAL RESOLUTION)**

**Re-appointment of Shri Vikram Somany (DIN: 00048827) as Chairman and Managing Director.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
117	10539072	99.73%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	28574	0.27%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43

**Resolution No. 9 (SPECIAL RESOLUTION)**

**Payment of Commission to Directors who are not in whole time employment of the Company.**

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
120	10541164	99.75%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	26482	0.25%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	43





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A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (if any) for each resolution is enclosed.

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 19<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

**Thanking You,**



**Place: Ahmedabad  
Date: 27<sup>th</sup> July, 2017**

**Yours Faithfully,  
For Parikh Dave & Associates**

A handwritten signature in black ink that reads "Umesh".

**Umesh G. Parikh  
Partner  
Practicing Company Secretary  
FCS: 4152 CP No. 2413  
Scrutinizer**

**Countersigned**

A handwritten signature in black ink that reads "Vikram Somany".

**Shri Vikram Somany  
Chairman &  
Managing Director**